

P95000040318



February 4, 1998

FILED
98 FEB -5 AM 11:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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*****87.50 *****87.50

Gentlemen:

Charter No. P95000040318
Health First Health Plans, Inc.

We are enclosing herewith original and duplicate original Articles of Restatement for the subject corporation. The duplicate original has been subscribed and acknowledged in the same manner as the original. Please endorse your approval on the duplicate, certify and return to the undersigned.

Our check for \$87.50 representing filing fee of \$35.00 and certification fee of \$52.50 is enclosed.

Thank you for your cooperation in this matter.

Sincerely

A handwritten signature in cursive script that reads "Wilma F. Daniel".

Wilma F. Daniel
Legal Assistant

Restated Art.

Enclosures

VS FEB 6 1998

Office of Corporate Counsel

reply to:

8249 Devereux Drive
Melbourne, FL 32940

telephone [407] 752-4355
FAX [407] 253-3273

Health First, Inc. • 8249 Devereux Drive • Melbourne, Florida 32940-7955 • (407) 752-4300
Cape Canaveral Hospital • 701 West Cocoa Beach Causeway • PO Box 320069, Cocoa Beach, Florida 32932-0069 • (407) 799-7111
Holmes Regional Medical Center • 1350 South Hickory Street, Melbourne, Florida 32901-3276 • (407) 727-7000
Palm Bay Community Hospital • 1425 Malabar Road NE, Palm Bay, Florida 32907-2599 • (407) 722-8000

ARTICLES OF RESTATEMENT
HEALTH FIRST HEALTH PLANS, INC.
[a corporation for profit]

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TALLAHASSEE, FLORIDA

We, the undersigned, hereby restate the Articles of Incorporation of the foregoing for profit corporation, pursuant to Section 607.1002, Florida Statutes, which restatement includes one or more amendments to the Articles which amendments require shareholder approval.

These Articles of Restatement were proposed and approved by the sole shareholder on January 19, 1998, and duly adopted by the Board of Directors of Health First Health Plans, Inc. on January 27, 1998. The number of votes cast for the amendments by the Directors and shareholder was sufficient for approval. Such Articles of Restatement restate and further amend the provisions of the Articles of Incorporation as heretofore amended, which amendments do not require shareholder approval. There is no discrepancy between the Articles of Incorporation as heretofore amended and the provisions of these Articles of Restatement other than the amendments contained herein.

Article I
Corporation Name

The name of the Corporation shall be Health First Health Plans, Inc. (the "*Corporation*").

Article II
Nature of Business

The Corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation, more specifically, to form, operate, manage or own a health maintenance organization under Chapter 641, *et seq*, Florida Statutes (1993), to include Section 641.2015, and other activities related to health care. The Corporation may acquire, hold and transfer stock in any other corporation.

Article III
Capital Stock

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is two million shares of common stock having a par value of one-half cent per share.

Article IV
Term of Existence

This Corporation is to exist perpetually.

**Article V
Address**

The location of this Corporation shall be at 8247 Devereux Drive - Suite 103, Melbourne, Florida 32940.

**Article VI
Registered Office and Registered Agent**

The address of the registered office of this Corporation is 8249 Devereux Drive, Melbourne, Florida 32940, and the name of the registered agent at that address is David E. Mathias.

**Article VII
Directors**

The business affairs of this Corporation shall be managed by a Board of Directors consisting of no greater than 17 persons. Members of the Board of Directors shall be elected and hold office in accordance with the Bylaws.

**Article VIII
Amendments**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

Any amendment of these Articles of Incorporation shall become effective when, and only when, such amendment has been filed with the Florida Department of State, approved by it and all filing fees have been paid in accordance with applicable provisions of Chapter 607 of the Florida Statutes.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals this 4th day of February 1998, for the purpose hereinabove expressed.

HEALTH FIRST HEALTH PLANS, INC.

By _____

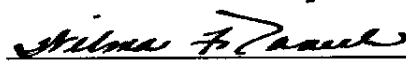
Jerry Senne, President



STATE OF FLORIDA
COUNTY OF BREVARD

Before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgments, personally appeared JERRY SENNE, who is personally known to me and known to be the President of Health First Health Plans, Inc., who executed the foregoing Articles of Restatement, and he acknowledged before me that he executed it in the name of and for the corporation, affixing its corporate seal, and that he was duly authorized by that corporation to do so.

WITNESS my hand and official seal in the County and State aforesaid this 4th day of February 1998.



Notary Public - State of Florida

